

NESTOR HEALTHCARE GROUP PLC
Company No. 1992981

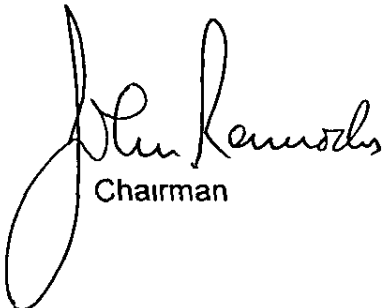
SPECIAL RESOLUTION
Passed the 20th day of June 2008

At the twenty second Annual General Meeting of the Company held at the offices of Eversheds, One Wood Street, London EC2V 7WS on 20th June 2008, the following resolution was passed as a Special Resolution

That the directors of the Company be and are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities

- (i) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £564,221,

and shall expire on 30th June 2009, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities (defined as aforesaid) to be allotted after such expiry and the directors may allot equity securities (defined as aforesaid) in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired


Chairman

THURSDAY



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